

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re: Subpoena Served on Apex Fund Services

CAMSHAFT CAPITAL FUND, LP;  
CAMSHAFT CAPITAL ADVISORS, LLC;  
and CAMSHAFT CAPITAL MANAGEMENT,  
LLC,

Applicants/Defendants,  
v.

BYJU'S ALPHA, INC.,

Respondent/Plaintiff.

Case No: 1:24-mc-00171-ALC

(Arising from Case Nos. 24-10140  
(JTD) and 24-500013 (JTD) in the  
United States Bankruptcy Court  
For the District of Delaware)

**DECLARATION OF BENJAMIN I. FINESTONE IN OPPOSITION TO CAMSHAFT'S  
MOTION TO QUASH DEBTOR'S NON-PARTY SUBPOENA**

I, Benjamin I. Finestone, hereby declare under penalty of perjury:

1. I am a partner of the law firm Quinn Emanuel Urquhart & Sullivan, LLP, counsel to BYJU's Alpha, Inc. (the "Debtor"), the respondent in the above-captioned proceeding, the debtor in *In re BYJU's Alpha Inc.*, Case No. 24-10140 (JTD) (Bankr. D. Del.) (the "Chapter 11 Case"), and the plaintiff in *BYJU's Alpha, Inc. v. Camshaft Cap. Fund, LP*, Case No. 24-50013 (JTD) (Bankr. D. Del.) (the "Adversary Proceeding"). The Chapter 11 Case and the Adversary Proceeding are pending in the U.S. Bankruptcy Court for the District of Delaware (the "Delaware BK Court").

2. I respectfully submit this declaration in opposition to Camshaft Capital Fund, LP, Camshaft Capital Advisors, LLC, and Camshaft Capital Management, LLC (collectively, "Camshaft" or Movants")'s Motion to Quash the Debtor's Non-Party Subpoena.

3. Unless otherwise stated, I make this declaration based on my personal knowledge.
4. Attached hereto as **Exhibit 1** is a true and correct copy of the Order On Finding Of Contempt (the “Contempt Order”) issued by the Delaware BK Court on March 14, 2024.
5. Attached hereto as **Exhibit 2** is a true and correct copy of the Memorandum Opinion for the Contempt Order and Order Granting Debtor’s Motion For A Preliminary Injunction (the “Preliminary Injunction Order”) issued by the Delaware BK Court on April 3, 2024.
6. Attached hereto as **Exhibit 3** is a true and correct copy of the Preliminary Injunction Order issued by the Delaware BK Court on March 18, 2024.
7. Attached hereto as **Exhibit 4** is a true and correct copy of the Form ADV filed by Camshaft Capital Advisors, LLC with the U.S. Securities and Exchange Commission on March 29, 2024, available at <https://adviserinfo.sec.gov/firm/summary/322577>.
8. Attached hereto as **Exhibit 5** is a true and correct copy of the Stipulated Confidentiality Agreement And Protective Order filed on March 1, 2024 in the Adversary Proceeding and entered into by and between, *inter alia*, Camshaft and the Debtor.
9. Attached hereto as **Exhibit 6** is a true and correct copy of the redacted public version of Debtor’s Brief In Support Of Motion For Temporary Restraining Order (the “TRO Brief”), dated February 28, 2024 and filed on February 29, 2024 in the Adversary Proceeding.
10. Attached hereto as **Exhibit 7** is a true and correct copy of the redacted public version of the Declaration Of Timothy R. Pohl, Director, CEO, And Secretary Of BYJU’s Alpha, Inc., In Support Of The Debtor’s Chapter 11 Petition, dated and filed on February 2, 2024 in the Chapter 11 Case.

11. Attached hereto as **Exhibit 8** is a true and correct copy of the redacted public version of Camshaft's Responses And Objections To Debtor's First Set Of Interrogatories in the Adversary Proceeding, dated February 23, 2024.

12. Attached hereto as **Exhibit 9** is a true and correct copy of the transcript of the hearing held on March 14, 2024 in the Adversary Proceeding, on the Order to Show Cause why Camshaft and William Cameron Morton should not be held in civil contempt and the Debtor's Motion for Temporary Restraining Order.

13. Attached hereto as **Exhibit 10** is a true and correct copy of the transcript of the hearing held on February 16, 2024 in the Adversary Proceeding, on the Emergency Motion Of Debtor For Limited Expedited Discovery Or, Alternatively, For An Order Pursuant To Bankruptcy Rule 2004 Authorizing Examination (the "Motion For Expedited Discovery").

14. Attached hereto as **Exhibit 11** is a true and correct copy of the transcript of the status conference held on March 1, 2024 in the Adversary Proceeding, on the Debtor's Motion For Expedited Discovery and Camshaft's Emergency Motion For A Protective Order.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 15, 2024.

/s/ Benjamin I. Finestone  
Benjamin I. Finestone